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**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

In re: CATHODE RAY TUBE (CRT)
 ANTITRUST LITIGATION

Master File No. 3:07-md-05944-SC (N.D.
 Cal.)

MDL No. 1917

This Document Relates to: Individual Case
 No. 13-cv-2171 (SC)

DELL INC. AND DELL PRODUCTS L.P.,

PLAINTIFFS,

V.

HITACHI, LTD., *et al.*,

DEFENDANTS.

**DECLARATION OF DEBRA D.
 BERNSTEIN IN SUPPORT OF DIRECT
 ACTION PLAINTIFFS' RESPONSE IN
 OPPOSITION TO SDI DEFENDANTS'
 MOTION FOR PARTIAL SUMMARY
 JUDGMENT**

1 I, **DEBRA D. BERNSTEIN**, declare as follows:

2 1. I am a Partner with the law firm of Alston & Bird LLP, counsel for Plaintiffs Dell Inc.
3 and Dell Products L.P. (collectively, “Dell”) in the above-captioned action currently pending in the
4 U.S. District Court for the Northern District of California. I submit this Declaration in support of
5 Direct Action Plaintiffs’ Response in Opposition to SDI Defendants’ Motion for Partial Summary
6 Judgment for Lack of Standing as to their Sherman Act Damage Claims Based on CRT Product
7 Purchases from Samsung Electronics (the “Opposition to the SDI Motion for Summary Judgment”).

8 2. I am a member in good standing of the State Bar of Georgia and am admitted to practice
9 before the U.S. District Court for the Northern District of Georgia. Pursuant to the Court’s Pretrial
10 Order No. 1 in the MDL Proceeding, I have been admitted *pro hac vice* in this litigation.

11 3. Attached hereto as **Exhibit 1** is a true and correct copy of the April 15, 2014 Expert
12 Report of Stephan Haggard.

13 4. Attached hereto as **Exhibit 2** is a true and correct copy of the July 10, 2014 Deposition
14 of Stephan Haggard.

15 5. Attached hereto as **Exhibit 3** is a true and correct copy of T.L. Campbell & P.Y. Keys’
16 “Corporate governance in South Korea: the *chaebol* experience,” an article published in the *Journal of*
17 *Corporate Finance* in 2002 (at Vol. 8(4)).

18 6. Attached hereto as **Exhibit 4** is a true and correct copy of Sang M. Lee, Sangjin Yoo, &
19 Tosca M. Lee’s “Korean Chaebols: Corporate Values and Strategies,” an article published in the journal
20 *Organizational Dynamics* in 1991 (at Vol. 19(4)).

21 7. Attached hereto as **Exhibit 5** is a true and correct copy of an article by Chad Albrecht et
22 al., entitled “The relationship between South Korean *chaebols* and fraud,” and published in the journal
23 *Management Research Review* in 2010 (at Vol. 33(3)).

24 8. Attached hereto as **Exhibit 6** is a true and correct copy of D.W. Kim’s “Interlocking
25 ownership in the Korean *chaebol*,” an article published in the journal *Corporate Governance* in 2003
26 (at Vol. 11(2)).

27 9. Attached hereto as **Exhibit 7** is a true and correct copy of Sook Jong Lee’s “The Politics
28

1 of Chaebol Reform in Korea: Social Cleavage and New Financial Rules,” an article published in
2 *Journal of Contemporary Asia* in August 2008 (at Vol. 38(3)).

3 10. Attached hereto as **Exhibit 8** is a true and correct copy of Heitor Almeida’s article,
4 “Valuation and Performance of Firms in Complex Ownership Structures: An Application to Korean
5 Chaebols,” an unpublished working paper dated Sept. 25, 1997.

6 11. Attached hereto as **Exhibit 9** is a true and correct copy of portions of the March 28,
7 2013 Deposition of D.Y. Kim in the above-styled action.

8 12. Attached hereto as **Exhibit 10** is a true and correct copy of portions of the August 28,
9 2014 Deposition of Ricky Ratley in the above-style action.

10 13. Attached hereto as **Exhibit 11** is a true and correct copy of the Korea Fair Trade
11 Commission’s April 3, 2002 Press Release announcing business groups with restrictions on total
12 shareholding, accompanied by a certified English translation.

13 14. Attached hereto as **Exhibit 12** is a true and correct copy of the Korea Fair Trade
14 Commission’s April 2, 2003 Press Release announcing business groups with restricted cross
15 shareholding, accompanied by a certified English translation.

16 15. Attached hereto as **Exhibit 13** is a true and correct copy of Samsung SDI’s¹ January 10,
17 2014 Responses to Dell Inc.’s and Dell Products L.P.’s (“Dell”) Second Set of Requests for Admission
18 in the above-styled action.

19 16. Attached hereto as **Exhibit 14** is a true and correct copy of a portion of Samsung
20 Electronics Co. Ltd.’s 1998 Annual Report, accompanied by a certified English translation.

21 17. Attached hereto as **Exhibit 15** is a true and correct copy of a portion of Samsung
22 Electronics Co. Ltd.’s 2002 Annual Report, accompanied by a certified English translation.

23 18. Attached hereto as **Exhibit 16** is a true and correct copy of Samsung Electronics Co.,
24 Ltd.’s January 17, 2014 Responses to Dell’s First Set of Requests for Admission in the above-styled
25 action.

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27 ¹ “Samsung SDI” refers to, collectively, Samsung SDI America, Inc., Samsung SDI Co. Ltd., Samsung
28 SDI (Malaysia) SDN. BHD., Samsung SDI Mexico S.A. de C.V., Samsung SDI Brasil LTDA.,
Shenzen Samsung SDI Co. Ltd., and Tianjin Samsung SDI Co., Ltd.

1 19. Attached hereto as **Exhibit 17** are true and correct copies of Section VII of each of
2 Samsung Electronics Co. Ltd.'s Annual Reports from 1998 until 2007, accompanied by certified
3 English translations.

4 20. Attached hereto as **Exhibit 18** are true and correct copies of Section VII of each of
5 Samsung SDI's Annual Reports from 1998 until 2005, accompanied by certified English translations.

6 21. Attached hereto as **Exhibit 19** is a true and correct copy of Mark Scott & Brian X.
7 Chen's "Samsung Leader Stable After Heart Attack," a news article published on the New York Times'
8 website on May 11, 2014 and available at [http://www.nytimes.com/2014/05/12/business/](http://www.nytimes.com/2014/05/12/business/international/samsungs-chairman-has-surgery-after-heart-attack.html)
9 [international/samsungs-chairman-has-surgery-after-heart-attack.html](http://www.nytimes.com/2014/05/12/business/international/samsungs-chairman-has-surgery-after-heart-attack.html) as of December 22, 2014.

10 22. Attached hereto as **Exhibit 20** is a true and correct copy of "Samsung's Lee Continues
11 to be the Richest Man," a news article published on the Korea Times' website on January 1, 2014 and
12 available at www.koreatimes.co.kr/www/news/nation/2014/01/113_148973.html as of December 22,
13 2014.

14 23. Attached hereto as **Exhibit 21** is a true and correct copy of portions of the June 6-7,
15 2012 30(b)(6) Deposition of Jae In Lee in the above-styled action.

16 24. Attached hereto as **Exhibit 22** is a true and correct copy of portions of the July 26, 2013
17 Percipient Deposition of Jae In Lee in the above-styled action.

18 25. Attached hereto as **Exhibit 23** is a true and correct copy of portions of the March 22,
19 2013 Deposition of Sang Kyu Park in the above-styled action.

20 26. Attached hereto as **Exhibit 24** is a true and correct copy of portions of the July 16, 2012
21 30(b)(6) Deposition of Kim London in the above-styled action.

22 27. Attached hereto as **Exhibit 25** is a true and correct copy of a webpage on Samsung
23 Electronics Co. Ltd.'s website titled "Why Samsung," available at [www.samsung.com/us/](http://www.samsung.com/us/aboutsamsung/careers/whysamsung/Careers_WhySAMSUNG.html)
24 [aboutsamsung/careers/whysamsung/Careers_WhySAMSUNG.html](http://www.samsung.com/us/aboutsamsung/careers/whysamsung/Careers_WhySAMSUNG.html) as of December 22, 2014.

25 28. Attached hereto as **Exhibit 26** is a true and correct copy of a webpage on Samsung
26 Electronics Co. Ltd.'s website titled "Investor Relations," available at [www.samsung.com/us/](http://www.samsung.com/us/aboutsamsung/ir/newsMain.do)
27 [aboutsamsung/ir/newsMain.do](http://www.samsung.com/us/aboutsamsung/ir/newsMain.do) as of December 22, 2014.

29. Attached hereto as **Exhibit 27** is a true and correct copy of the home page of Samsung SDI's website, available at www.samsungsdi.com as of as of December 22, 2014.

30. Attached hereto as **Exhibit 28** is a true and correct copy of a Samsung SDI PowerPoint Presentation titled "CDT Business Status" and dated September 12, 2002, at Bates No. SDCRT-0067736, accompanied by a certified English translation.

31. Attached hereto as **Exhibit 29** is a true and correct copy of the December 11, 2014 "Order [of Special Master Vaughn R. Walker] re: Samsung SEC/SEA's Motion for Protective Order Barring DAPs' Rule 30(b)(6) Depositions of SEC/SEA," issued in Case No. 3:07-CV-05944-SC at Docket Number 3197.

32. Attached hereto as **Exhibit 30** is a true and correct copy of the Korea Fair Trade Commission's April 2, 2004 Press Release announcing business groups subject to limitations on cross-shareholding, accompanied by a certified English translation.

33. Attached hereto as **Exhibit 31** is a true and correct copy of the Korea Fair Trade Commission's April 8, 2005 Press Release announcing business groups with cross-shareholding restrictions based on conglomerate institution reorganization, accompanied by a certified English translation.

34. Attached hereto as **Exhibit 32** is a true and correct copy of the Korea Fair Trade Commission's April 14, 2006 Press Release announcing business groups with cross-shareholding restriction and designations, accompanied by a certified English translation.

35. Attached hereto as **Exhibit 33** is a true and correct copy of the Korea Fair Trade Commission's April 13, 2007 Press Release announcing designated business groups with cross-shareholding restrictions, accompanied by a certified English translation.

36. Attached hereto as **Exhibit 34** is a true and correct copy of the Direct Action Purchasers' September 5, 2014 "Supplemental Attachment A to Certain Direct Action Plaintiffs' Responses to Various Interrogatories."

37. Attached hereto as **Exhibit 35** is a true and correct copy of Samsung Electronics Co., Ltd.'s "Audit Report 2004," processed by the Securities and Exchange Commission on May 6, 2005

1 and available at <http://www.sec.gov/Archives/edgar/vprr/05/9999999997-05-031288> as of December
2 22, 2014.

3 38. Attached hereto as **Exhibit 36** is a true and correct copy of Samsung Electronics Co.,
4 Ltd.'s "Audit Report 2002," processed by the Securities and Exchange Commission on May 8, 2003
5 and available at <http://www.sec.gov/Archives/edgar/vprr/03/9999999997-03-020649> as of December
6 22, 2014.

7 39. Attached hereto as **Exhibit 37** is a true and correct copy of a "Full Network of Samsung
8 Intra-Group Shareholdings (1998, 2002, 2007)" originally attached as supporting material to the April
9 15, 2014 Expert Report of Stephen Haggard.

10 40. Attached hereto as **Exhibit 38** is a true and correct copy of an August 18, 2014 letter
11 from Astor H.L. Heaven of Crowell Moring LLP to Ian Simmons of O'Melveny & Myers.

12 41. Attached hereto as **Exhibit 39** is a true and correct copy of an August 22, 2014 letter
13 from Ian Simmons of O'Melveny & Myers LLP to Astor H.L. Heaven of Crowell Moring.

14 42. Attached hereto as **Exhibit 40** is a true and correct copy of an August 29, 2014 email
15 from Astor H.L. Heaven of Crowell Moring LLP to Ian Simmons of O'Melveny & Myers.

16 43. Attached hereto as **Exhibit 41** is a true and correct copy of a "Samsung SDI Personnel
17 Profiles Summary (1998-2007)" originally attached as supporting material to the April 15, 2014 Expert
18 Report of Stephen Haggard.

19 44. Attached hereto as **Exhibit 42** is a true and correct copy of a "Summary of Long Term
20 Supply Contracts (1998-2001)" originally attached as supporting material to the April 15, 2014 Expert
21 Report of Stephen Haggard.

22 45. Attached hereto as **Exhibit 43** is a true and correct copy of a December 30, 2002
23 document produced by Samsung SDI titled "Samsung Electronics 2003 Sales Strategy," bearing bates
24 numbers SDCRT-0005996-SDCRT-0006040, accompanied by a certified English translation.

25 46. Attached hereto as **Exhibit 44** is a true and correct copy of Samsung SDI Defendants'
26 October 18, 2011 Supplemental Responses to Direct Purchaser Plaintiffs' First Set of Interrogatories,
27 Nos. 4 and 5 in the above-styled action.
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47. Attached hereto as **Exhibit 45** is a true and correct copy of Samsung SDI's November 25, 2013 Responses to Dell's First Set of Interrogatories in the above-styled action.

48. Attached hereto as **Exhibit 46** is a true and correct copy of Samsung SDI's November 25, 2013 Responses to Dell's First Set of Requests for Admission in the above-styled action.

49. Attached hereto as **Exhibit 47** is a true and correct copy of a Transcript of the Change of Plea Hearing in *United States v. Samsung SDI Co., Ltd.*, Case No. 3:11-CR-00162-WHA, Dkt. No. 35 (N.D. Cal. May 24, 2011).

50. Attached hereto as **Exhibit 48** is a true and correct copy of Samsung SDI's Amended Plea Agreement in *United States v. Samsung SDI Co., Ltd.*, Case No. 3:11-CR-00162-WHA, Dkt. No. 40-1 (N.D. Cal. Aug. 8, 2011).

51. Attached hereto as **Exhibit 49** is a true and correct copy of an English Translation of the Korea Fair Trade Commission's March 20, 2011 Multi-Party Meeting Decision, No. 2011-019,.

52. Attached hereto as **Exhibit 50** is a true and correct copy of the "Summary of Commission Decision," relating to the European Commission's December 5, 2012 Decision in Case COMP/39.437, published in the European Commission's *Official Journal of the European Union* on October 19, 2013.

53. Attached hereto as **Exhibit 51** is a true and correct copy of portions of the July 17, 2012 Rule 30(b)(6) Deposition of Steve Panosian in the above-styled action.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on December 22, 2014 in Atlanta, Georgia.

/s/ Debra D. Bernstein

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